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Attorneys for Debtors and
Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11 Case No.
: :
MOTORS LIQUIDATION COMPANY, et al., : 09-50026 (REG)
f/k/a General Motors Corp., et al. :
: :
Debtors. : (Jointly Administered)
: :
-----x

**MOTION OF DEBTORS FOR ENTRY OF ORDER
PURSUANT TO LOCAL R. BANKR. P. 2090-1(b)
AUTHORIZING BRIANNA N. BENFIELD TO PRACTICE PRO HAC VICE**

TO THE HONORABLE ROBERT E. GERBER,
UNITED STATES BANKRUPTCY JUDGE:

Motors Liquidation Company (f/k/a General Motors Corporation) and its
affiliated debtors, as debtors (collectively, the “**Debtors**”), respectfully represent:

Relief Requested

1. Stephen Karotkin (“**Movant**”), a member in good standing of the
Bar of the State of New York, an attorney admitted to practice before the United States
Bankruptcy Court for the Southern District of New York, and a member of Weil, Gotshal
& Manges LLP (“**WG&M**”), hereby moves the Court to enter an order permitting

Brianna N. Benfield, also a member of WG&M, to practice *pro hac vice* before the United States Bankruptcy Court for the Southern District of New York to represent the Debtors in the above-referenced chapter 11 cases, pursuant to Rule 2090-1(b) of the Local Rules of the Bankruptcy Court for the Southern District of New York (“**Local Rules**”).

Jurisdiction

2. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

The Relief Requested Should Be Approved by the Court

3. In support of the Motion, Movant states as follows:

(i) Ms. Benfield is a member in good standing of the Bar of the Commonwealth of Virginia and the Bar of the District of Columbia. There are no disciplinary proceedings pending in any court against her.

(ii) In support of the relief requested in this Motion, attached as Exhibit A is a certificate pursuant to Local Rule 2090-1(b).

(iii) Movant requests that this Court approve this Motion so that Ms. Benfield may file pleadings and appear and be heard at hearings in these chapter 11 cases.

(iv) No previous request for the relief sought herein has been made to this or any other Court.

Notice

4. Notice of this Motion has been provided to parties in interest in accordance with the Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 1015(c)

and 9007 Establishing Notice and Case Management Procedures, dated August 3, 2009 [Docket No. 3629]. The Debtors submit that such notice is sufficient and no other or further notice need be provided.

5. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and such other and further relief as is just.

Dated: New York, New York
November 4, 2009

/s/ Stephen Karotkin

Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors
and Debtors in Possession

Exhibit A

I certify that I am eligible for admission to this Court, am admitted to practice in the jurisdiction specified in the Motion, and am in good standing in such jurisdiction; I submit to the disciplinary jurisdiction of this Court for any alleged misconduct which occurs in the course, or in the preparation, of these chapter 11 cases, pursuant to Local Rule 2090-1(b); and I have access to, or have acquired, a copy of the Local Rules and am generally familiar with such Local Rules.

Mailing Address: Brianna N. Benfield, Esq.
 Weil, Gotshal & Manges LLP
 1300 Eye Street, NW Suite 900
 Washington, DC 20005

E-mail: Brianna.benfield@weil.com

Telephone: (202) 682-7000

I have agreed to pay the fee of \$25 upon approval by this Court admitting me to practice **pro hac vice**.

Dated: November 4, 2009

/s/ Brianna N. Benfield
Brianna N. Benfield, Esq.
WEIL, GOTSHAL & MANGES LLP
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Washington, DC 20005
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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11 Case No.
: :
MOTORS LIQUIDATION COMPANY, et al., : 09-50026 (REG)
f/k/a General Motors Corp., et al. :
: :
Debtors. : (Jointly Administered)
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**ORDER PURSUANT TO LOCAL R. BANKR. P. 2090-1(b)
AUTHORIZING BRIANNA N. BENFIELD TO PRACTICE PRO HAC VICE**

Upon the Motion, dated November 4, 2009 (the “**Motion**”)¹ of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors (collectively, the “**Debtors**”), pursuant to Rule 2090-1(b) of the Local Rules of the Bankruptcy Court for the Southern District of New York (“**Local Rules**”), for entry of an order authorizing Brianna N. Benfield to practice *pro hac vice* before the United States Bankruptcy Court for the Southern District of New York to represent the Debtors in the above-referenced chapter 11 cases, all as more fully described in the Motion; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Motion

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted as provided herein; and it is further

ORDERED that Brianna N. Benfield is permitted to appear *pro hac vice*

as counsel to the Debtors in the above-captioned chapter 11 cases, subject to the payment of the filing fee; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
November ___, 2009

United States Bankruptcy Judge